

**ARTICLES OF INCORPORATION OF THE
WOODVILLE RECREATION COUNCIL, INC.**

The undersigned, a majority of whom are citizens of the State of Florida, United States, desiring to form a not for profit corporation under the Florida Not for Profit Corporation Act, do hereby certify:

ARTICLE I.

CORPORATE NAME

The name of the not for profit corporation shall be: Woodville Recreation Council, Inc.

ARTICLE II.

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be: _____, or at any other place as may be subsequently designated by the board of directors of the corporation.

ARTICLE III.

PURPOSE

The specific purpose for which this corporation is organized is to promote social welfare, improve community services, and preserve community traditions, including, for such purposes as are found in section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The corporation is not formed for pecuniary gain or profit, direct or indirect, to itself or to its members, directors or officers.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code, or the corresponding

section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IV.

BOARD OF DIRECTORS

Manner of Election of Directors.

The manner in which the directors are elected or appointed is as follows: The initial directors shall be the same individuals as made up the Board of Directors prior to the incorporation of this corporation. They shall each hold office for a term of one year, or until the date of the first regular meeting, whichever is later. At that time, the initial directors, as well as any other member wishing to hold such a position shall be voted upon by the full membership of the corporation in the manner described in the corporation's bylaws.

Number of Directors.

The affairs of the corporation shall be managed and governed by a board of directors consisting of at least three (3) directors, who need not be members of the corporation. The number of directors may be changed by amendment of the bylaws of association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Name	Address
Bob Rankin	8505 Gray Forest Drive, Tallahassee, Florida 32305
Michael Bradham	_____
Flo Blanchard	_____
James Sanford	_____
Dee Anne Jackson	_____
Phyllis Hurst	_____

Mary Martin

Cox Road, Tallahassee, Florida 32305

ARTICLE V.

OFFICERS

The affairs of the corporation shall be administered by a president, a vice president, a secretary, and a treasurer and any other officers as may be designated from time to time by the board of directors. The officers shall be elected or designated by the board of directors at its initial meeting and at the first meeting following the annual meeting of the members of the corporation.

ARTICLE VI.

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is: _____

ARTICLE VII.

INDEMNIFICATION

Every director and every officer of the corporation, and every member of the corporation serving the corporation at its request, shall be indemnified by the corporation against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the corporation, or by reason of him or her having served the corporation at its request, whether or not he or she is a director or officer or member serving the corporation at the time the expenses or liabilities are incurred, except when the director, officer or member serving the corporation is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approve the settlement and reimbursement as being in the best interest of the corporation. This right of indemnification shall be in addition to and not exclusive of all other rights to which the director, officer or member serving the corporation may be entitled.

ARTICLE VIII.

DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt

purposes within the meaning of section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX.

AMENDMENTS

Amendments to the articles of incorporation shall be proposed and adopted in the following manner:

Notice.

Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Vote.

A resolution for the adoption of an amendment may be proposed by either the board of directors or by the members of the corporation. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing that the approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, the resolutions must be adopted by not less than 50% of the votes of the entire membership of the corporation.

Limit on amendments.

No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.

Certification.

A copy of each amendment shall be certified by the Secretary of State.

ARTICLE X.

INCORPORATORS

The names and the street addresses of the incorporators for these Articles of Incorporation

are:

Bob Rankin 8505 Gray Forest Drive, Tallahassee, Florida 32305

Michael Bradham _____

The undersigned incorporators have executed these Articles of Incorporation on this _____ day of _____, 2005.

Print Name:

Print Name:

In witness of the above, for the purpose of forming this corporation under the laws of the State of Florida, We have executed these articles of incorporation on this _____ day of _____, 2005.

The State of Florida
County of Leon

Before me _____, the undersigned authority, personally appeared Bob Rankin who after being duly sworn, acknowledges that he executed the above articles of incorporation for the purposes expressed in them on this _____ day of _____, 2005.

Notary Public – State of Florida:

My Commission Expires: _____

The State of Florida
County of Leon

Before me _____, the undersigned authority, personally appeared Michael Bradham who after being duly sworn, acknowledges that he executed the above articles of incorporation for the purposes expressed in them on this _____ day of _____, 2005.

Notary Public – State of Florida:

My Commission Expires: _____

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to section 617.0501, Florida Statutes, the undersigned not for profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

WOODVILLE COMMUNITY RECREATION COUNCIL, INC.

(name and street address)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: _____

Print Name:

BYLAWS OF WOODVILLE RECREATION COUNCIL, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE ONE. OFFICES

Section One.

Principal Office. The principal office of this corporation in the State of Florida shall be located at _____, in the City of Tallahassee, County of Leon.

Section Two.

Other Offices. The corporation may have other offices, either within or outside the County of Leon, State of Florida, as the board of directors determines.

ARTICLE TWO. MEMBERSHIP

Section One.

Classes of Membership. The corporation shall have one class of members, and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

Section Two.

Qualifications. Any individual or organization that pays the dues as provided below and that agrees to be bound by the Articles of Incorporation of this corporation, by these bylaws, and by any rules and regulations adopted by the directors, is eligible for membership in this corporation.

Section Three.

Admission to Membership. The directors shall prescribe the form and manner in which application may be made for membership.

Section Four.

Property Rights. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any of the corporation's property or assets be distributed to any member on its dissolution or winding up.

Section Five.

Liability of Members. No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

Section Six.

Transfer, Termination, and Reinstatement. Membership in this corporation is nontransferable. Membership shall terminate on the resignation or death of a member, or on a member's failure to pay the dues required in these bylaws within thirty (30) days of the due date. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

ARTICLE THREE. CERTIFICATES OF MEMBERSHIP

Section One.

Certificate of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, in a form determined by the board. The certificates shall be signed by the president or vice-president or by the secretary or an assistant secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate becomes lost, mutilated, or destroyed, a new certificate may be issued to replace it on terms and conditions determined by the board of directors.

Section Two.

Issuance of Certificates. If the board of directors has provided for the issuance of certificates of membership under the provisions of Section One of this Article, then, when a person has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate shall be issued in the name of and delivered to the new member by the secretary.

ARTICLE FOUR. MEMBERSHIP FEES AND DUES

Section One.

Initiation Fee and Annual Dues. The board of directors may determine the amount of initiation fee, if any, and the amount of annual dues payable to the corporation by members.

Section Two.

Payment of Fees and Dues. Dues shall be payable in advance on the first day of February in each fiscal year. Dues of new members shall be prorated from the first day of the month in which the new member is elected to membership for the remainder of the fiscal year of the corporation, and shall be payable, together with any initiation fee at the time the new member is elected to membership.

Section Three.

Default and Termination of Membership. When any member is in default in the payment of fees or dues for a period of three (3) months from the beginning of the fiscal year or period, in which dues become payable, that person's membership may be terminated by the board of directors.

ARTICLE FIVE. MEETINGS OF MEMBERS

Section One.

Annual Meeting. An annual meeting of members shall be held at 6:00 p.m., on the first Monday in February in each year, beginning with the year 2005, at the principal office, or at any other place or places designated by resolution of the board of directors. Appropriate for consideration at annual meetings shall be the election of directors, and any other corporate business which comes before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Florida, the meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated for an annual meeting, or at any adjournment of an annual meeting, the board of directors shall cause the election to be held at a special meeting of members conducted as soon as may be convenient.

Section Two.

Special Meetings. Special meetings of members may be called by the president, the board of directors, or not less than one-twentieth of the members qualified to vote.

Section Three.

Place of Meeting. The board of directors may designate any place, within the State of Florida, as the place of meeting for any annual or special meeting of members. If no designation is made, the place of meeting shall be at the principal office. However, if all members meet at any time and place, either within the State of Florida, and consent to the holding of a meeting, the meeting shall be valid without call or notice, and any corporate action may be taken.

Section Four.

Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered personally or by mail, to each member entitled to vote at the meeting, not less than ten (10), nor more than sixty (60) days before the date of the meeting, by or at the direction of the president, secretary, or any officers or persons calling the meeting. In the case of special meetings, or when required by these bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the records of the corporation at the time of mailing and must be mailed at least thirty (30) days before the date of the meeting.

Section Five.

Informal Action by Members. Any action required or permitted to be taken at any meeting of members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all members entitled to vote with respect to the action.

Section Six.

Quorum. Members holding 25 % of the total votes which may be cast at any meeting shall constitute a quorum at the meeting. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting without further notice.

Section Seven.

Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney in fact. No proxy is valid after eleven months from its date of execution unless otherwise provided in the proxy.

Section Eight.

Voting by Mail. Where directors or officers are to be elected by members, the election may be conducted by mail in a manner determined by the board of directors.

Section Nine.

Voting Rights. Each member shall be entitled to one vote. If an organization is a member, the organization shall designate one person who shall have the right to exercise the organization's voting rights.

ARTICLE SIX. DIRECTORS

Section One.

Number. The authorized number of directors of this corporation shall be more than four and not more than nine.

Section Two.

Qualifications of Directors. Directors must be members of the corporation and must promote social welfare, improve community services, and preserve community traditions, including, for such purposes as are found in section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section Three.

Term of Office. The directors named in the Articles of Incorporation as the first board of directors shall hold office for a term of one year or until the date of the first regular meeting, whichever is a longer period, at the conclusion of which an election of directors shall be held. After that, the term of office of each director shall be three (3) years, until the third annual meeting of members following the director's election and until the qualification of a successor in office.

Section Four.

Powers.

(a) Except as otherwise provided in the Articles of Incorporation, or by law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the board of directors, which may, however, delegate the performance of any duties or the exercise of any powers to officers and agents designated by resolution of the board of directors.

(b) Management of income property. As described in Article Eight, the board of directors may determine, by resolution duly adopted, to delegate in whole or in part, the management, investment, and disposition of the property of the corporation for the purpose of earning an income from that property, as distinguished from the matter of applying property and funds to charitable purposes, to a finance committee consisting of not less than three members of the board who shall be elected by majority vote of the board, or to one or more trust companies or banks duly authorized to conduct a trust or banking business under the laws of Florida.

(c) Common trust funds. The board of directors may, by resolution duly adopted, establish one or more common trust funds for the purpose of investing the corporation's funds and those of any religious, beneficial, charitable, or educational institution affiliated with the corporation, whether

the corporation holds the funds or property as a fiduciary or otherwise, subject to the terms and conditions set forth in the articles of incorporation of this corporation and by law.

Section Five.

Replacement of Directors.

(a) Whenever a vacancy exists on the board of directors, whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a new director by the remaining Board of Directors of the corporation. Any person appointed or elected to fill the vacancy of a director must have the same qualifications as were required of the director whose office was vacated.

(b) Any person appointed or elected to fill a vacancy in the board of directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated in the articles of incorporation of the corporation or at law.

Section Six.

Compensation. No member of the board of directors shall receive compensation from the corporation.

Section Seven.

Meetings of the Board of Directors/Officers.

(a) Meetings shall be held at any place or places designated by resolution of the board of directors; or, in the absence of designation, at the principal office of the corporation.

(b) Regular meetings shall be held as soon as convenient after the first annual meeting of members or beginning with the month of February 2005, on the first Monday of each month at 7:00 p.m., unless a Monday falls on a legal holiday, in which case the meeting shall be held as prescribed by the board of directors. The need to hold a meeting may be waived, at the discretion of the President. Notice of meetings shall be signed by the secretary and mailed to each director at the address last recorded on the books of the corporation, not less than ten (10), nor more than thirty (30) days before the date of the meeting. However, this requirement may be waived by resolution of the board of directors.

(c) The president may, as the president deems necessary, and the secretary shall, if so requested in writing by a majority of the members of the board of directors, call a special meeting of the board. In this event, five (5) days written notice to each director shall be deemed sufficient.

(d) A majority of the board of directors shall constitute a quorum for the transaction of

business at any meeting of the board. However, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting without further notice.

(e) Except as otherwise provided in these Bylaws, or in the Articles of Incorporation of this corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.

Section Eight.

Action Without Meeting. No meeting need be held by the board to take any action required or permitted to be taken by law, provided all members of the board individually or collectively consent in writing to the action, and the written consent or consents is filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the Articles of Incorporation and Bylaws authorize the directors to act in this manner. The statement shall be prima facie evidence of the board's authority.

Section Nine.

Liability of Directors. The directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

ARTICLE SEVEN. OFFICERS

Section One.

Designation of Officers. The officers of the corporation shall be a president, one or more vice-presidents (as determined by the board of directors), a secretary, a treasurer and any other officers elected in accordance with the provisions of this article. The board of directors may elect or appoint any other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it deems desirable, and these officers will have the authority and perform the duties prescribed by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section Two.

Election and Term of Office. The officers of this corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers is not held at the annual meeting, an election shall be held as soon as may be convenient. New offices may be created and filled at any meeting of the board. Each officer shall hold office

until his or her successor has been duly elected and has been qualified.

Section Three.

Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the interests of the corporation would be best served. Any removal shall be without prejudice to the contract rights, if any, of the officer removed.

Section Four.

Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section Five.

President. The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president:

- (a) Shall preside at all meetings of members and of directors;
- (b) May sign, with the secretary or other officer duly authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of these instruments has been expressly delegated by the board of directors by these bylaws, or to some other officer or agent of the corporation by law; and
- (c) Shall perform all other duties generally incident to the office of president and any other duties prescribed by the board of directors.

Section Six.

Vice-President. In the absence of the president or in the event of the president's inability or refusal to act, the vice-president shall perform the duties of the president, and shall have all the powers of, and be subject to all the restrictions on, the president. Any vice-president shall perform additional duties assigned to him or her by the president or by the board of directors.

Section Seven.

Treasurer. If required to do so by the board of directors, the treasurer shall:

(A) Have charge and custody of, and be responsible for, all funds and securities of the corporation;

(B) Receive and give receipts for moneys due and payable to the corporation from any source and deposit all moneys in the name of the corporation in banks, trust companies, or other depositories selected by the board of directors; and

(C) Perform all duties generally incidental to the office of treasurer and any other duties assigned to the treasurer by the president or by the board of directors.

Section Eight.

Secretary. The secretary shall:

(a) Keep the minutes of meetings of members and of the board of directors, in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with these bylaws or as required by law;

(c) Be custodian of the corporate records and of the seal of the corporation;

(d) Keep a membership book containing the names and addresses of all members and directors of the corporation, and with respect to any membership which has been terminated, record that fact together with the date of termination; and

(e) Exhibit to any director of the corporation, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the membership book, the minutes of any meeting, and the other records of the corporation.

Section Nine.

Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries, in general, shall perform duties assigned to them by the board of directors, the president, the treasurer, or the secretary of the corporation. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in sums and with sureties deemed appropriate by the board of directors.

ARTICLE EIGHT. COMMITTEES

Section One.

Executive Committees. By majority vote of the directors in office, the board of directors may, by resolution duly adopted, establish one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided by resolution, shall have and exercise the authority of the board of directors in the management of the corporation; provided, however, that the designation of and delegation of authority to committees shall not relieve the board of directors, or any director individually, of any responsibility imposed on the board of directors or any individual director by these bylaws, or by law.

Section Two.

Finance Committee. The matter of controlling, managing, investing, and disposing of the property of this corporation for the purpose of earning an income as distinguished from applying property and funds to charitable purposes, shall be exclusively vested in a finance committee which shall consist of three directors, who shall be elected by majority vote of the board of directors.

Section Three.

Other Committees. Other committees not having and exercising the managerial authority of the board of directors, may be established by resolution duly adopted by majority vote of the board of directors. Except as provided by resolution, members of committees shall be members of the corporation, and shall be appointed by the president. Any member may be removed by the president, when, in the judgment of the president, the interests of the corporation would be best served by removal.

Section Four.

Terms of Office. Each member of a committee shall continue as a member of the committee until the next annual meeting of members of the corporation and until his or her successor is appointed, unless the committee shall, sooner abolished, or unless the member is removed or ceases to qualify as a member of the committee.

Section Five.

Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members of the committee.

Section Six.

Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member elected in this manner shall be elected for the unexpired term of his or her predecessor.

Section Seven.

Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

Section Eight.

Rules. Each committee may adopt rules and regulations for its meetings and the conduct of its activities which it deems appropriate; provided, however that the rules and regulations are consistent with these bylaws, and provided further that regular minutes of all proceedings are kept.

ARTICLE NINE. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section One.

Contracts. The board of directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. This authority may be general, or confined to specific instances.

Section Two.

Gifts and Contributions. The board of directors or an executive committee may:

- (a) Accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and special charitable purposes of the corporation, on terms approved by the board or committee;
- (b) Hold funds or property in the name of the corporation or of nominee or nominees appointed by the board or committee;
- (c) Collect and receive the income from funds or property;
- (d) Devote the principal or income from donations to benevolent and charitable purposes designated by the board or committee; and

(e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to a particular purpose designated by the donor and after approval of the agreement by the board or committee devote the principal or income from that donation according to the agreement.

Section Three.

Deposits. All funds of the corporation shall be deposited to the credit of the corporation in banks, trust companies, or other depositories selected by the board of directors.

Section Four.

Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by an officer or officers, agent or agents of the corporation and in a manner determined by resolution of the board of directors. In the absence of this determination, the instruments shall be signed by the treasurer or an assistant treasurer, and countersigned by the president or a vice-president of the corporation.

ARTICLE TEN. MISCELLANEOUS

Section One.

Books and Records. The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, board of directors, and committees, and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any director, or member, or the agent or attorney of either, or any proper person, at any reasonable time.

Section Two.

Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Section Three.

Waiver of Notice. Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of this corporation, a written waiver signed by the person or persons entitled to notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice.

ARTICLE ELEVEN. AMENDMENTS

Section One.

Power of Members To Amend Bylaws. The Bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote or written assent of a majority of the members entitled to vote or by the vote of a majority of a quorum at a meeting duly called for the purpose according to the Articles or Bylaws.

Section Two.

Power of Directors To Amend Bylaws. Subject to the limitations of the articles of incorporation, these bylaws, and the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the board of directors.